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Amendments to the Claims:

This listing of claims will replace all prior versions, and listings, of claims in the application:

Listing of Claims:

1. (Previously Presented) A compound of formula I, or a pharmaceutically acceptable salt thereof:

wherein

R¹ is selected from C_{3-6} alkyl, C_{6-10} aryl, C_{2-6} heteroaryl, C_{6-10} aryl- C_{1-4} alkyl, C_{2-6} heteroaryl- C_{1-4} alkyl, C_{3-10} cycloalkyl, C_{3-10} cycloalkyl- C_{1-4} alkyl, R^8 -C(=O)-, R^8 - $S(=O)_2$ -, R^8 -S(=O)-, R^8 -, R^8

R² is selected from -H and C₁₋₈alkyl optionally substituted with one or more groups selected from halogen, -CF₃, -OH, C₁₋₃alkoxy, and halogen; and

 R^3 is selected from -H, C_{1-6} alkyl-O-C(=O)-, C_{1-8} alkyl, C_{3-6} cycloalkyl, and C_{3-6} cycloalkyl- C_{1-4} alkyl, wherein said C_{1-6} alkyl-O-C(=O)-, C_{1-8} alkyl, C_{3-8} cycloalkyl, and C_{3-6} cycloalkyl- C_{1-4} alkyl are optionally substituted with one or more groups selected from C_{1-6} alkyl, halogenated C_{1-6} alkyl, - NO_2 , -CF₃, C_{1-6} alkoxy and halogen.

2. (original) A compound according to claim 1, wherein

 R^1 is selected from C_{3-6} alkyl, C_{6-10} aryl, C_{2-6} heteroaryl, C_{6-10} aryl- C_{1-4} alkyl, C_{3-6} heteroaryl- C_{1-4} alkyl, C_{3-10} cycloalkyl, C_{3-10} cycloalkyl- C_{1-4} alkyl, wherein said C_{3-6} alkyl, C_{6-10} aryl, C_{2-6} heteroaryl- C_{1-4} alkyl, C_{3-10} cycloalkyl, C_{3-10} cycloalkyl- C_{1-4} alkyl are optionally substituted with one or more groups selected from C_{1-4} alkyl, halogen, - CF_{3} , -OH, C_{1-3} alkoxy, phenoxy, and halogen;

R² is selected from –H and C₁₋₃alkyl; and R³ is selected from –H and C₁₋₈alkyl-O-C(=O)₇.

3. (original) A compound according to claim 2,

wherein R^1 is R^9 - CH_{2^-} , wherein R^8 is selected from phenyl, pyridyl, thienyl, furyl, imidazolyl, triazolyl, pyrrolyl, N-oxido-pyridyl, benzyl, pyridylmethyl, thienylmethyl, furylmethyl, imidazolylmethyl, triazolylmethyl, pyrrolylmethyl, thiazolylmethyl and N-oxido-pyridylmethyl, optionally substituted with one or more groups selected from C_{1-4} alkyl, halogen, - CF_3 , -OH, C_{1-3} alkoxy, phenoxy and halogen; and

R² and R³ are hydrogen.

4. (original) A compound according to claim 3,

wherein R^9 is selected from benzyl, phenyl, pyridyl, thienyl, furyl, imidazolyl, pyrrolyl and thiazolyl, optionally substituted with one or more groups selected from C_{1-4} alkyl, halogen, $-CF_3$, -OH, C_{1-3} alkoxy, phenoxy, and halogen.

5. (original) A compound according to claim 4, wherein

wherein R^e is selected from benzyl, phenyl, pyridyl, thienyl, furyl, imidazolyl, pyrrolyl and thiazolyl.

6. (original) A compound according to claim 1, wherein

R¹ is selected from C₃₋₆alkyl, C₃₋₁₀cycloalkyl, and C₃₋₁₀cycloalkyl-C₁₋₄alkyl, wherein said C₃₋₆alkyl, C₃₋₁₀cycloalkyl, and C₃₋₁₀cycloalkyl-C₁₋₄alkyl are optionally substituted with one or more groups selected from C₁₋₄alkyl, halogen, -CF₃, -OH, C₁₋₃alkoxy, phenoxy, and halogen;

R² is –H or C₁₋₃alkyl; and

 R^3 is -H, C_{1-6} alkyl, C_{3-6} cycloalkyl, and C_{3-6} cycloalkyl- C_{1-4} alkyl, wherein said C_{1-6} alkyl, C_{3-6} cycloalkyl, C_{3-6} cycloalkyl- C_{1-4} alkyl are optionally substituted with one or more groups selected from C_{1-4} alkyl, halogen, -CF₃, -OH, C_{1-3} alkoxy, phenoxy, and halogen.

7. (Currently Amended) thereof:

A compound of formula I, or a pharmaceutically acceptable salt

wherein

R¹ is selected from 1-propyl, 2-propyl, 1-butyl, 2-butyl, t-butyl, 2-methyl-1-propyl, cyclopentyl, cyclohexyl, cycloheptyl, cyclooctyl, and cyclononyl;

R2 is selected from -H, methyl, ethyl, 1-propyl and 2-propyl; and

R³ is selected from –H, methyl, ethyl, allyl, 3,3-dimethyl-allyl, cyclopropylmethyl, 2-methoxy-ethyl, and 3-methoxy-1-propyl.

8. (original) A compound according to claim 1, wherein

 R^{1} is selected from R^{8} -C(=O)-, R^{8} -S(=O)₂-, R^{8} -S(=O)-, R^{8} -NHC(=O)-, R^{8} -C(=S)- and R^{8} -NH-C(=S)-, wherein R^{8} is selected from C_{3-6} alkyl, C_{8-10} aryl, C_{2-6} heteroaryl, C_{4-10} aryl- C_{1-4} alkyl, C_{3-10} cycloalkyl, and C_{3-10} cycloalkyl- C_{1-4} alkyl; wherein said C_{3-8} alkyl, C_{6-10} aryl, C_{2-6} heteroaryl, C_{6-10} aryl- C_{1-4} alkyl, C_{2-6} heteroaryl- C_{1-4} alkyl, C_{3-6} cycloalkyl, and C_{3-6} cycloalkyl- C_{1-4} alkyl are optionally substituted with C_{1-4} alkyl, halogen, - CF_{3} , -OH, C_{1-3} alkoxy, phenoxy, and halogen;

R² is –H; and

R³ is selected from -H and C₁₋₈alkyl-O-C(≃O)-.

9. (original) A compound according to claim 8, wherein

R⁸ is selected from phenyl, benzyl, phenethyl and cyclohexyl, wherein said phenyl, benzyl, phenethyl and cyclohexyl are optionally substituted with one or more groups selected from methyl, methoxy and halogen.

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10. (Previously Presented) A compound according to claim 1, wherein the compound is selected from: N,N-diethyl-4-((S)piperazin-1-yl{3-[(1,3-thiazol-2-ylmethyl)amino]phenyl}methyl)benzamide; N,N-diethyl-4-((R)-piperazin-1-yl{3-{(1,3-thiazol-2-ylmethyl)amino]phenyl}methyl)benzamide; 4-[(S)-[3-(benzylamino)phenyl](piperazin-1-yl)methyl]-N,N-diethylbenzamide; N,N-dlethyl-4-((R)-piperazin-1-yl{3-[(thien-2-ylmethyl)amino]phenyl}methyl)benzamide; N,N-diethyl-4-((S)-piperazin-1-yl{3-[(thien-2-ylmethyl)amino]phenyl}methyl)benzamide; N,N-diethyl-4-[(S)-{3-[(2-furylmethyl)amino]phenyl}(piperazin-1-yl)methyl]benzamide; 4-[(R)-[3-(benzylamino)phenyl](piperazin-1-yl)methyl]-N,N-diethylbenzamide; N,N-diethyl-4-[(R)-[3-[(2-furylmethyl)amino]phenyl](piperazin-1-yl)methyl]benzamide; N,N-diethyl-4-((R)-piperazin-1-yl{3-[(thien-3-ylmethyl)amino]phenyl}methyl)benzamide; N,N-diethyl-4-((S)-piperazin-1-yl{3-[(thien-3-ylmethyl)amino]phenyl}methyl)benzamide; N,N-diethyl-4-[(R)-[3-[(3-furylmethyl)amino]phenyl](piperazin-1-yl)methyl]benzamide; N,N-diethyl-4-[(R)-{3-[(2-phenylethyl)amino]phenyl}(piperazin-1-yl)methyl]benzamide; $4-[(R)-\{3-[(cyclohexylmethyl)amino]phenyl\}(piperazin-1-yl)methyl]-N,N-diethylbenzamide; \\$ N,N-diethyl-4-[(R)-piperazin-1-yl(3-{[4-trifluoromethyl)benzyl]amino}phenyl)methyl]benzamide; 4-[(R)-{3-[(cyclopentylmethyl)amino]phenyl}(piperazin-1-yl)methyl]-N,N-diethylbenzamide; 4-[(S)-[3-[(cyclohexylmethyl)amino]phenyl](piperazin-1-yl)methyl]-N,N-diethylbenzamide; 4-[(R)-{3-[(cyclohex-1-en-1-ylmethyl)amino]phenyl}(piperazin-1-yl)methyl]-N,Ndiethylbenzamide; N,N-diethyl-4-[(S)-{3-[methyl(phenyl)amino]phenyl}(piperazin-1-yl)methyl]benzamide; N,N-diethyl-4-[(S)-{3-[ethyl(phenyl)amino]phenyl}(piperazin-1-yl)methyl]benzamide; N,N-diethyl-4-[(R)-{3-[methyl(phenyl)amino]phenyl}(piperazin-1-yl)methyl]benzamide; N,N-diethyl-4-[(R)-{3-[ethyl(phenyl)amino]phenyl}(piperazin-1-yl)methyl]benzamide; 4-[(R)-[3-[(cyclohexylmethyl)amino]phenyl](piperazin-1-yl)methyl]-N,N-diethylbenzamide; 4-[(R)-[3-(cyclopentylamino)phenyl](piperazin-1-yl)methyl]-N,N-diethylbenzamide; 4-[(R)-[3-(cycloheptylamino)phenyl](piperazin-1-yl)methyl]-N,N-diethylbenzamide; 4-[(R)-[3-(cyclooctylamino)phenyl](piperazin-1-yl)methyl]-N,N-diethylbenzamide; 4-[(R)-[3-(cyclononylamino)phenyl](piperazin-1-yl)methyl]-N,N-diethylbenzamide; 4-[(S)-[3-(cyclohexylamino)phenyl](piperazin-1-yl)methyl]-N,N-diethylbenzamide; N,N-diethyl-4-[(R)-{3-[(4-methylphenyl)amino]phenyl}(piperazin-1-yl) methyl]benzamide;

N,N-diethyl-4-[(S)-(3-[(4-methylphenyl)amino]phenyl) (piperazin-1-yl)methyl]benzamide;

diethylbenzamide;

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4-[(R)-[3-[(3-chlorophenyl)amino]phenyl](piperazin-1-yl)methyl]-N,N-diethylbenzamide;
4-[(S)-{3-[(3-chlorophenyl)amino]phenyl}(piperazin-1-yl)methyl]-N,N-diethylbenzamide;
4-[(R)-{3-[(2-fluorophenyl)amino]phenyl}(piperazin-1-yl)methyl]-N,N-diethylbenzamide;
4-[(S)-{3-[(2-fluorophenyl)amino]phenyl}(piperazin-1-yl)methyl]-N,N-diethylbenzamide;
4-[(R)-[3-(benzoylamino)phenyl](piperazin-1-yl)methyl]-N,N-diethylbenzamide;
N,N-diethyl-4-[(R)-{3-[(phenylacetyl)amino]phenyl}(piperazin-1-yl)methyl]benzamide;
4-[(S)-[3-(benzoylamino)phenyl](piperazin-1-yl)methyl]-N,N-diethylbenzamide;
N,N-diethyl-4-[(S)-{3-[(phenylacetyl)amino]phenyl}(piperazin-1-yl)methyl]benzamide;
N,N-diethyl-4-[(R)-{3-[(2-methyl-2-phenylpropanoyl)amino]phenyl}(piperazin-1-
yl)methyl]benzamide;
N, N-diethyl-4-[(R)-(3-{[(3-fluorophenyl)acetyl]amino}phenyl)(piperazin-1-yl)methyl]benzamide;
4-[(R)-{3-[(cyclohexylacetyl)amino]phenyl}(piperazin-1-yl)methyl]-N,N-diethylbenzamide;
N,N-diethyl-4-[(R)-{3-[(3-phenylpropanoyl)amino]phenyl}(piperazin-1-yl)methyl]benzamide;
4-[(R)-{3-[(cyclohexylcarbonyl)amino]phenyl}(piperazin-1-yl)methyl]-N,N-diethylbenzamide;
N,N-diethyl-4-[(R)-{3-[(phenylsulfonyl)amino]phenyl}(piperazin-1-yl)methyl]benzamide;
4-[(R)-{3-[(benzylsulfonyl)amino]phenyl}(piperazin-1-yl)methyl]-N,N-diethylbenzamide;
N,N-diethyl-4-[(S)-{3-[(phenylsulfonyl)amino]phenyl}(piperazin-1-yl)methyl]benzamide;
4-[(R)-[3-[(anilinocarbonyl)amino]phenyl}(piperazin-1-yl)methyl]-N,N-diethylbenzamide;
4-[(R)-{3-[(anilinocarbonothioyl)amino]phenyl}(piperazin-1-yl)methyl]-N,N-diethylbenzamide;
N,N-diethyl-4-[(S)-1-piperazinyl[3-(propylamino)phenyl]methyl]benzamide;
4-[(S)-[3-(dipropylamino)phenyl]-1-piperazinylmethyl]-N,N-diethylbenzamide;
N.N-diethyl-4-[(R)-1-piperazinyl[3-(propylamino)phenyl]methyl]benz-amide;
4-[(R)-[3-(dipropylamino)phenyl]-1-piperazinylmethyl]-N,N-diethylbenzamide;
N,N-diethyl-4-[(S)-1-piperazinyl[3-[[[4-(3-pyridinyl)phenyl]methyl]-
amino]phenyl]methyl]benzamide;
N,N-diethyl-4-[(S)-[3-[[[4-(1H-imidazol-1-yl)phenyl]methyl]amino]-phenyl]-1-
piperazinylmethyl]benzamide;
N,N-diethyl-4-[(S)-1-piperazinyl[3-[(2-quinolinylmethyl)amino]phenyl]-methyl]benzamide;
4-[(R)-[3-[(2,2-diphenylethyl)amino]phenyl]-1-piperazinylmethyl]-N,N-diethylbenzamide;
4-[(R)-[3-[[[4-(1,1-dimethylethyl)phenyl]methyl]amino]phenyl]-1-piperazinylmethyl]-N,N-
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N,N-diethyl-4-[(R)-[3-[[(4-phenoxyphenyl)methyl]amino]phenyl]-1-piperazinylmethyl]benzamide; N,N-diethyl-4-[(R)-[4-(2-propenyl)-1-piperazinyl][3-(propylamino)-phenyl]methyl]benzamide; N,N-diethyl-4-[(R)-[4-(2-methoxyethyl)-1-piperazinyl][3-(propylamino)-phenyl]methyl]benzamide;

N,N-dlethyl-4-[(R)-[4-(3-methoxypropyl)-1-piperazinyl][3-(propylamino)phenyl]methyl]benzamide;

4-[(S)-[3-(cycloheptylamino)phenyl](piperazin-1-yl)methyl]-N,N-diethylbenzamide;

4-[(S)-[3-(cyclooctylamino)phenyl](piperazin-1-yl)methyl]-N,N-diethylbenzamide;

N,N-diethyl-4-[(S)-{3-[(3-phenylpropanoyl)amino]phenyl}(piperazin-1-yl)methyl]benzamide;

4-[(R)-(3-aminophenyl)[4-(2-propenyl)-1-piperazinyl]methyl]-N,N-diethyl- benzamide;

4-[(R)-(3-aminophenyl)]4-(3-methyl-2-butenyl)-1-piperazinyl] methyl]-N, N-diethyl-benzamide;

4-[(R)-(3-aminophenyl)[4-(cyclopropylmethyl)-1-piperazinyl]methyl]-N,N-diethyl- benzamide;

N,N-diethyl-4-[(R)-[4-(2-propenyl)-1-piperazinyl][3-[(2-thienylmethyl)amino]phenyl]methyl]-benzamide:

N,N-diethyl-4-[(*R*)-[4-(3-methyl-2-butenyl)-1-piperazinyl][3-[(2-thienylmethyl)amino]phenyl]methyl]-benzamide;

4-[(R)-[4-(cyclopropylmethyl)-1-piperazinyl][3-[(2-thienylmethyl)amino]phenyl]methyl]-<math>N,N- diethyl-benzamide;

4-{(S)-[3-(cyclohexylamino)phenyl][4-(cyclopropylmethyl)piperazin-1-yl]methyl}-N,N-diethylbenzamide;

4-[(S)-[3-(cyclohexylamino)phenyl](4-propylpiperazin-1-yl)methyl]-N,N-diethylbenzamide;

4-[(S)-[3-(cyclohexylamino)phenyl](4-ethylpiperazin-1-yl)methyl]-N,N-diethylbenzamide;

4-{(S)-(4-allylpiperazin-1-yl)[3-(cyclohexylamino)phenyl]methyl}-N,N-diethylbenzamide;

4-[(S)-{3-[(cyclohexylcarbonyl)amino]phenyl}(piperazin-1-yl)methyl]-N,N-diethylbenzamide;

4-[(S)-{3-[(cyclohexylacetyl)amino]phenyl}(piperazin-1-yl)methyl]-N,N-diethylbenzamide;

4-[(S)-[3-[cyclohexyl(methyl)amino]phenyl] (piperazin-1-yl)methyl]-N, N-diethylbenzamide;

4-[(R)-{3-[cyclohexyl(methyl)amino]phenyl}(piperazin-1-yl)methyl]-N,N-diethylbenzamide; enantiomers thereof; and pharmaceutically acceptable salts thereof.

11-12. (Cancelled)

Claim 13. (previously presented) A pharmaceutical composition comprising a compound according to claim 1 and a pharmaceutically acceptable carrier.

Claim 14. (previously presented) A method for the therapy of pain in a warm-blooded animal, comprising the step of administering to said animal in need of such therapy a therapeutically effective amount of a compound according to claim 1.

Claim 15. (cancelled)

Claim 16. (Previously Presented) A method for the therapy of anxiety in a warm-blooded animal, comprising the step of administering to said animal in need of such therapy a therapeutically effective amount of a compound according to claim 1.

Claim 17. (original) A process for preparing a compound of formula II, comprising:

II

a) reacting a compound of formula III:

with a compound of formula IV

in the presence of a base having a pKa of more than 15 wherein

X is a halogen.

Claim 18. (original) A process for preparing a compound of formula VI:

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comprising: reacting a compound of formula II

with a compound of formula VII

in the presence of SOX2 to form the compound of formula VI,

wherein

 R^3 is selected from -H, C_{1-6} alkyl-O-C(=O)-, C_{1-6} alkyl, C_{3-6} cycloalkyl, and C_{3-6} cycloalkyl- C_{1-4} alkyl, wherein said C_{1-8} alkyl-O-C(=O)-, C_{1-6} alkyl, C_{3-6} cycloalkyl, and C_{3-6} cycloalkyl- C_{1-4} alkyl are optionally substituted with one or more groups selected from C_{1-6} alkyl, halogenated C_{1-8} alkyl, - NO_2 , -CF₃, C_{1-6} alkoxy and halogen; and

X is halogen.

Claim 19. (original) A process for preparing a compound of formula I,

comprising: reacting a compound of formula VIII,

with R⁹-CHO in the presence of a reducing agent to form the compound of formula I: wherein

 R^1 is R^9 -CH₂-, wherein R^9 is selected from phenyl, pyridyl, thienyl, furyl, imidazolyl, triazolyl, pyrrolyl, thiazolyl, N-oxido-pyridyl, benzyl, pyridylmethyl, thienylmethyl, furylmethyl, imidazolylmethyl, triazolylmethyl, pyrrolylmethyl, thiazolylmethyl and N-oxido-pyridylmethyl, optionally substituted with one or more groups selected from C_{1-4} alkyl, halogen, -CF₃, -OH, C_{1-3} alkoxy, phenoxy and halogen;

R2 is -H; and

 R^3 is selected from C_{1-8} alkyl-O-C(=O)-, C_{1-8} alkyl, C_{3-8} cycloalkyl, and C_{3-6} cycloalkyl- C_{1-4} alkyl, wherein said C_{1-8} alkyl-O-C(=O)-, C_{1-8} alkyl, C_{3-8} cycloalkyl, and C_{3-6} cycloalkyl- C_{1-4} alkyl are optionally substituted with one or more groups selected from C_{1-6} alkyl, halogenated C_{1-8} alkyl, - NO_2 , - CF_3 , C_{1-6} alkoxy and halogen.

Claim 20. (original) A process for preparing a compound of formula IX,

comprising: reacting a compound of formula VIII,

with R⁸-Y-X or R⁸-Y-O-Y-R⁸ to form the compound of formula IX: wherein

X is halogen;

Y is selected from -C(=O)- and $-S(=O)_2$ -;

 R^8 is selected from C_{3-6} alkyl, C_{8-10} aryl, C_{2-6} heteroaryl, C_{6-10} aryl- C_{1-4} alkyl, C_{2-6} heteroaryl- C_{1-4} alkyl, C_{3-10} cycloalkyl, and C_{3-10} cycloalkyl- C_{1-4} alkyl; wherein said C_{3-6} alkyl, C_{6-10} aryl, C_{2-6} heteroaryl- C_{1-4} alkyl, C_{3-6} cycloalkyl, and C_{3-6} cycloalkyl- C_{1-4} alkyl are optionally substituted with C_{1-4} alkyl, halogen, - CF_3 , -OH, C_{1-3} alkoxy, phenoxy, and halogen; and

 R^3 is selected from C_{1-6} alkyl-O-C(=O)-, C_{1-6} alkyl, C_{3-6} cycloalkyl, and C_{3-6} cycloalkyl- C_{1-4} alkyl, wherein said C_{1-6} alkyl-O-C(=O)-, C_{1-6} alkyl, C_{3-6} cycloalkyl, and C_{3-6} cycloalkyl- C_{1-4} alkyl are optionally substituted with one or more groups selected from C_{1-6} alkyl, halogenated C_{1-6} alkyl, - NO_2 , -CF₃, C_{1-6} alkoxy and halogen.

Claim 21. (original) A process for preparing a compound of formula IX,

comprising: reacting a compound of formula VIII,

with R⁸-Z to form the compound of formula IX: wherein

Z is selected from -NCO and -NCS;

Y is selected from -C(=O)NH- and -C(=S)NH-;

 R^8 is selected from C_{3-8} alkyl, C_{6-10} aryl, C_{2-8} heteroaryl, C_{6-10} aryl- C_{1-4} alkyl, C_{2-6} heteroaryl- C_{1-4} alkyl, C_{3-10} cycloalkyl, and C_{3-10} cycloalkyl- C_{1-4} alkyl; wherein said C_{3-8} alkyl, C_{6-10} aryl, C_{2-6} heteroaryl- C_{1-4} alkyl, C_{3-6} cycloalkyl, and C_{3-6} cycloalkyl- C_{1-4} alkyl are optionally substituted with C_{1-4} alkyl, halogen, -CF₃, -OH, C_{1-3} alkoxy, phenoxy, and halogen; and

 R^3 is selected from C_{1-8} alkyl-O-C(=O)-, C_{1-8} alkyl, C_{3-8} cycloalkyl, and C_{3-8} cycloalkyl- C_{1-4} alkyl, wherein said C_{1-6} alkyl-O-C(=O)-, C_{1-8} alkyl, C_{3-6} cycloalkyl, and C_{3-6} cycloalkyl- C_{1-4} alkyl are optionally substituted with one or more groups selected from C_{1-6} alkyl, halogenated C_{1-6} alkyl, - NO_{21} -CF₃₁, C_{1-6} alkoxy and halogen.